



Ref: SEC/SE/2018-19  
Date: October 12, 2018

Scrip Code: NSE & MSEI – DABUR, BSE- 500096

To,  
Corporate Relation Department  
BSE Ltd  
Phiroze Jeejeebhoy Towers.  
Dalal Street,  
Mumbai – 400 001.

National Stock Exchange of India Ltd.  
Exchange Plaza, 5th Floor  
Plot No. C/1, G Block Bandra – Kurla Complex  
Bandra (E)  
Mumbai – 400 051.

**Sub: Corporate Governance Report for the quarter & half year ended on September 30, 2018**

Dear Sirs,

Pursuant to provisions of Regulation 27 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith Corporate Governance Report in the prescribed format for the quarter & half year ended on September 30, 2018.

This is for information and records please.

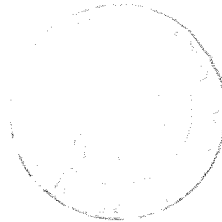
Thanking you,

Yours faithfully,

For **Dabur India Limited**

  
(A.K. Jain)

Executive V P (Finance) and Company Secretary



**Encl.:** as above

**Annexure - I****Format to be submitted by listed entity on quarterly basis****Name of Listed Entity – Dabur India Limited****Quarter Ending – 30<sup>th</sup> September 2018**

| <b>I. Composition of Board of Directors</b> |                      |                        |  |   |         |  |  |  |
|---|----------------------|------------------------|--|---|---------|--|--|--|
| Title (Mr./Ms.)                             | Name of the Director | PAN <sup>s</sup> & DIN | Category (Chairperson/Executive/Non-Executive/Independent/ Nominee)& | Date of Appointment in the Current term/cessation | Tenure* | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit /Stakeholder Committee held in Listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Dr.   | Anand C Burman       | 00056216               | Chairman / Non Executive   | 13.10.1986 <sup>1</sup>                           | N.A.    | 3  | Nil  | Nil  |
| Mr.   | Amit Burman          | 00042050               | Vice Chairman/ Non-Executive   | 01.11.2001 <sup>2</sup>                           | N.A.    | 3  | 3  | Nil  |
| Mr.   | Mohit Burman         | 00021963               | Non-Executive  | 23.07.2007 <sup>2</sup>                           | N.A.    | 1  | Nil  | Nil  |
| Mr.   | Saket Burman         | 05208674               | Non-Executive  | 31.01.2012 <sup>3</sup>                           | N.A.    | 1  | Nil  | Nil  |
| Mr.   | P D Narang           | 00021581               | Executive  | 01.04.1998 <sup>4</sup>                           | N.A.    | 1  | 1  | Nil  |
| Mr.   | Sunil Duggal         | 00041825               | Executive  | 31.07.2000 <sup>5</sup>                           | N.A.    | 1  | Nil  | Nil  |
| Mr.   | P N Vijay            | 00049992               | Non Executive/ Independent   | 22.07.2014 <sup>6</sup>                           | 5 yrs.  | 2  | 1  | 2  |
| Mr.   | R C Bhargava         | 00007620               | Non Executive/ Independent   | 22.07.2014 <sup>6&amp;3A</sup>                    | 5 yrs.  | 3  | 1  | 2  |

|      |                             |          |                               |                                |           |   |   |     |
|------|-----------------------------|----------|-------------------------------|--------------------------------|-----------|---|---|-----|
| Dr.  | S Narayan                   | 00094081 | Non Executive/<br>Independent | 22.07.2014 <sup>6&amp;3A</sup> | 5<br>yrs. | 5 | 2 | 3   |
| Dr.  | Ajay Dua                    | 02318948 | Non Executive/<br>Independent | 22.07.2014 <sup>6</sup>        | 5<br>yrs. | 2 | 3 | Nil |
| Mr.  | Sanjay Kr.<br>Bhattacharyya | 01924770 | Non Executive/<br>Independent | 22.07.2014 <sup>6</sup>        | 5<br>yrs. | 3 | 3 | 2   |
| Mrs. | Falguni Sanjay<br>Nayar     | 00003633 | Non Executive/<br>Independent | 28.07.2014 <sup>6</sup>        | 5<br>yrs. | 4 | 1 | 1   |

1. The Director has been re-appointed by rotation in the Annual General Meeting held on 19/07/2016.
2. The Directors have been re-appointed by rotation in the Annual General Meeting held on 26/07/2017.
3. The Director has been re-appointed by rotation in the Annual General Meeting held on 26/07/2018.
- 3A. Continuation of Appointment (w.e.f 1/4/2019) of Dr. S Narayan and Mr. R C Bhargava, being more than 75 years of age, were approved in the Annual General Meeting held on 26/07/2018.
4. The Director has been re-appointed as Whole Time Director for a period of 5 years w.e.f. 01/04/2018.
5. The Director has been re-appointed as Whole Time Director for a period of 5 years w.e.f. 31/07/2015.
6. The Director(s) has been re-appointed in accordance with the provisions of the Companies Act, 2013 for a period of 5 consecutive years w.e.f. 22<sup>nd</sup> July, 2014/28<sup>th</sup> July, 2014.

§ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

| Name of Committee                        | Name of Committee members | Category (Chairperson/Executive/Non-Executive/ Independent/ Nominee)& |
|--|---------------------------|---|
| 1. Audit Committee                       | Same as previous quarter  | Same as previous quarter  |
| 2. Stakeholders Relationship Committee   | Same as previous quarter  | Same as previous quarter  |
| 3. Nomination and Remuneration Committee | Same as previous quarter  | Same as previous quarter  |
| 4. Risk Management Committee             | Same as previous quarter  | Same as previous quarter  |

& Category of directors means executive/non-executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

## III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous Quarter | Date(s) of Meeting (if any) in the relevant Quarter | Maximum gap between any two consecutive (in number of days) |
|---|---|---|
|---|---|---|

|   |            |   |  |   |   |
|---|------------|---|--|---|---|
| 01.05.2018  |            | 31.07.2018                                  |  | 90 days   |   |
| <b>IV. Meeting of Committees</b>  |            |   |  |   |   |
| Date(s) of meeting of the Committee in the relevant Quarter   |            | Whether requirement of Quorum met (details) |  | Date(s) of meeting of the committee in the previous Quarter |   |
| Maximum gap between any two consecutive meetings in number of days*   |            |   |  |   |   |
| Audit Committee Meeting   | 31.07.2018 | Yes<br>(All 5 members were present)         |  | Audit Committee Meeting                                     | 20.04.2018  |
|   | 27.09.2018 | Yes<br>( All 5 members were present)        |  |   | 01.05.2018  |
| 90 days   |            |   |  |   |   |
| Stakeholders Relationship Committee Meeting   | 27.07.2018 | Yes<br>(All 4 members were present)         |  | Stakeholders Relationship Committee Meeting                 | 20.04.2018  |
| 97 days   |            |   |  |   |   |
| Nomination and Remuneration Committee Meeting   | 31.07.2018 | Yes<br>(All 4 members were present)         |  | Nomination and Remuneration Committee Meeting               | 19.04.2018  |
|   |            |   |  |   | 01.05.2018  |
|   |            |   |  |   | 01.06.2018  |
| 59 days   |            |   |  |   |   |
| Risk Management Committee Meeting   | 27.07.2018 | Yes<br>(All 7 members were present)         |  | Risk Management Committee Meeting                           | 20.04.2018  |
| 97 days   |            |   |  |   |   |
| * This information has to be mandatorily be given for audit Committee, for rest of the committees giving this information is optional.  |            |   |  |   |   |
| <b>V. Related Party Transactions</b>  |            |   |  |   |   |
| <b>Subject</b>  |            |   |  |   | <b>Compliance Status (Yes/No/NA)</b> refer note below |
| Whether prior approval of audit committee obtained  |            |   |  |   | Yes   |
| Whether shareholder approval obtained for material RPT  |            |   |  |   | NA  |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee  |            |   |  |   | Yes   |
| Note:   |            |   |  |   |   |
| 1. In the Column "Compliance Status", Compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. |            |   |  |   |   |
| 2. If status is "No" details of non- compliance may be given here.  |            |   |  |   |   |

## **VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

**Comments:** This report shall be placed before the Board of Directors in the forthcoming meeting. The Report submitted in the Previous quarter was placed before the Board on 31.07.2018. The Board noted the same without any comments/observations/ advice.

For **Dabur India Limited**

Sd/-

**Name** - A K Jain

**Designation** – Executive V P (Finance) & Company Secretary

### **Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.

**Annexure III**

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

| <b>I Affirmations:</b>   |                                      |   |
|--|--------------------------------------|---|
| <b>Broad heading</b>   | <b>Regulation Number</b>             | <b>Compliance status<br/>(Yes/No/NA)</b>  |
| Copy of the annual report including balance sheet, profit and loss account, director's report, corporate governance report, business responsibility report displayed on website.   | 46(2)                                | Yes   |
| Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             | Yes<br>(Authorization to attend AGM was given by Mr. P.N Vijay, Chairman to Dr. S Narayan, member who was present at AGM to answer shareholder queries) |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting   | 19(3)                                | Yes   |
| Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of Schedule V | Yes   |
| <b>Note:</b><br>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.<br>2. If status is "No" details of non-compliance may be given here.<br>3. If the Listed Entity would like to provide any other information the same may be indicated here. |                                      |   |

For **Dabur India Limited**

Sd/-

**Name:** A K Jain

**Designation:** Executive V P (Finance) & Company Secretary